

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

**VIA FEDERAL EXPRESS**



June 4, 1998

RECORDATION NO. 21453 FILED  
JUN 5 '98 12-51 PM

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated February 23, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

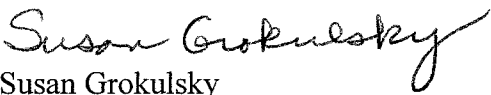
Lessee: CSX Transportation, Inc.  
500 Water Street  
Jacksonville, FL 32202

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

  
Susan Grokulskey  
Manager - Documents Administration

Enclosures

(CSXT012)

ASSIGN: CSXT012

RECORDATION NO. 21453 FILED

MEMORANDUM OF LEASE

JUN 5 '98

12-51 PM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of February, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., a Virginia corporation ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 23, 1998 whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached, hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: J. J. Thomas

Name: \_\_\_\_\_

**JACK THOMAS**

Title: \_\_\_\_\_

**President**

ATTEST:

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 5<sup>th</sup> day of June, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

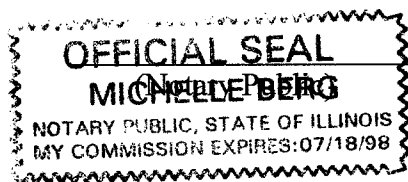
COUNTY OF COOK

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1<sup>st</sup> day of June, 1998.

Michelle Berg  
Notary Public

My Commission Expires:



LESSEE:

CSX TRANSPORTATION, INC.

By: [Signature]

Name: James Tilley

Title: Asst. Treasurer

ATTEST:

By: Joyce A. Dolan

Name: JOYCE A. DOLAN

Title: Assistant Secretary

Executed on this 19 day of May, 1998.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Howard M Lee, a Notary Public in and for said state and county, certify that James Tilley personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

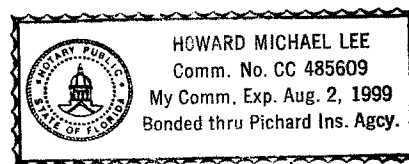
WITNESS my hand and official stamp or seal, this 19<sup>th</sup> day of May, 1998.

Howard M Lee

Notary Public

My Commission Expires:

August 2, 1999  
(Notary Public)



**EXHIBIT A**  
**to**  
**Memorandum of Lease**

**Twenty-eight (28) Plate F Box Cars**

**Car Numbers**

**CSXT 151025**  
**CSXT 151031**  
**CSXT 151035**  
**CSXT 151047**  
**CSXT 151049**  
**CSXT 151051**  
**CSXT 151053**  
**CSXT 151059**  
**CSXT 151065**  
**CSXT 151067**  
**CSXT 151078**  
**CSXT 151092**  
**CSXT 151095**  
**CSXT 151101**  
**CSXT 151105**  
**CSXT 151115**  
**CSXT 151118**  
**CSXT 151120**  
**CSXT 151136**  
**CSXT 151137**  
**CSXT 151139**  
**CSXT 151140**  
**CSXT 151142**  
**CSXT 151151**  
**CSXT 151154**  
**CSXT 151160**  
**CSXT 151172**  
**CSXT 151173**